



**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**
Caption in Compliance with D.N.J. LBR 9004-1(b)

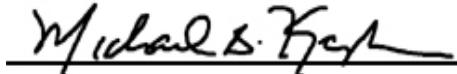
Order Filed on September 9, 2024
by Clerk
U.S. Bankruptcy Court
District of New Jersey

In re: BLOCKFI INC., <i>et al.</i> , Debtors. ¹	Chapter 11 Case No. 22-19361 (MBK) (Jointly Administered under a Confirmed Plan ²) Hearing Date: September 4, 2024 at 10:00 a.m. ET
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**ORDER GRANTING THE WIND-DOWN DEBTORS'
MOTION TO APPROVE KYC/AML PROTOCOLS FOR US-BASED ACCOUNTS**

The relief requested on the following pages is hereby ORDERED.

DATED: September 9, 2024



Honorable Michael B. Kaplan
United States Bankruptcy Judge

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption of Order: ORDER GRANTING WIND-DOWN DEBTORS' MOTION TO APPROVE KYC/AML PROTOCOLS FOR US-BASED ACCOUNTS

BROWN RUDNICK LLP

Kenneth J. Aulet, Esq. (admitted *pro hac vice*)
Seven Times Square
New York, New York 10036
(212) 209-4800
kaulet@brownrudnick.com

BROWN RUDNICK LLP

Tristan Axelrod, Esq. (admitted *pro hac vice*)
One Financial Center
Boston, MA 02111
(617) 856-8300
taxelrod@brownrudnick.com

BROWN RUDNICK LLP

Matthew A. Sawyer, Esq. (admitted *pro hac vice*)
One Financial Center
Boston, MA 02111
(617) 856-8300
msawyer@brownrudnick.com

General Counsel for the Plan Administrator

GENOVA BURNS LLC

Daniel M. Stoltz, Esq.
Donald W. Clarke, Esq.
110 Allen Rd., Suite 304
Basking Ridge, NJ 07920
(973) 230-2095
DStoltz@genovaburns.com
DClarke@genovaburns.com

Local Counsel for the Plan Administrator

HAYNES AND BOONE, LLP

Richard S. Kanowitz, Esq. (NJ Bar No. 047911992)
Lauren M. Sisson, Esq. (NJ Bar No. 394182022)
30 Rockefeller Plaza, 26th Floor
New York, New York 10112
(212) 659-7300
richard.kanowitz@haynesboone.com
lauren.sisson@haynesboone.com

Attorneys for the Plan Administrator

Upon consideration of the *Wind-Down Debtors' Motion to Approve KYC/AML Protocols*

for US-Based Accounts (the “Motion”)³ for entry of an order (this “Order”) approving the

KYC/AML Protocols and granting related relief, all as more fully set forth in the Motion; and the

Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28

U.S.C. § 157 and Standing Order 12-1 (Simandle, C.J.), *Standing Order of Reference to the*

³ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

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Bankruptcy Court Under Title 11, dated September 18, 2012; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and it appearing that no other or further notice of the Motion need be provided; and the Court having held a hearing to consider the relief requested in the Motion (the “Hearing”); and all objections, if any, to the Motion having been withdrawn, resolved, or overruled; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Wind-Down Debtors, their respective estates and creditors, and all parties-in-interest; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon the record of the Hearing, and all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is **GRANTED** as set forth herein.
2. The KYC/AML Protocols attached to this Order as Exhibit 1 are adopted and approved and shall govern distributions under the Plan to the Flagged Accounts.
3. The Wind-Down Debtors are authorized and directed to take all actions described in and consistent with the KYC/AML Protocols in accordance therewith and are otherwise authorized to take all steps necessary or appropriate to carry out the relief granted in this Order. The actions of the Wind-Down Debtors, Plan Administrator, and any director, officer, employee, retained professional, independent contractor, or other related party thereof or successor or

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assignee of the foregoing, in each case to the extent acting within their reasonable business judgment to facilitate distributions (or not) to Holders of Allowed Claims in connection with the Flagged Accounts in compliance with the KYC/AML Protocols, does not and shall not violate any such persons' legal and ethical obligations pursuant to any KYC/AML Regulations, whatever and to whomever such obligations may be.

4. This Order shall be binding on the Wind-Down Debtors, their estates, all creditors and parties-in-interest including any person authorized to investigate or enforce any KYC/AML Regulations, and any trustee appointed in these cases.

5. Notwithstanding Bankruptcy Rule 4001(a)(3), 6004(h), 7062, or 9024 or any other Bankruptcy Rule, or Rule 62(a) of the Federal Rules of Civil Procedure, to the extent applicable, this Order shall be effective and enforceable immediately upon entry hereof.

6. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of the Bankruptcy Rules and the Local Rules are satisfied by such notice.

7. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Motion or otherwise waived.

8. Notwithstanding anything to the contrary in the Motion, this Order, or any findings announced at the hearing, nothing in the Motion, this Order, or announced at the hearing constitutes a finding under the federal securities laws as to whether crypto tokens or transactions involving crypto tokens are securities or securities transactions, and the right of the United States Securities

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Debtors: BLOCKFI INC., *et al.*

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and Exchange Commission to challenge transactions involving crypto tokens on any basis are expressly reserved.

9. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

PROPOSED ORDER EXHIBIT 1
(KYC/AML Protocols)

PROPOSED KYC/AML PROTOCOLS

1. The Wind-Down Debtors respectfully request that the Court authorize and direct the Wind-Down Debtors to adopt and implement the following KYC/AML Protocols with respect to the Flagged Accounts:¹

I. Review and Distribution Determinations.

2. As to each Flagged Account, the Wind-Down Debtors shall categorize accounts by risk level based on the type and nature of the applicable flag(s), after which the Wind-Down Debtors will review Persona and Chainalysis outcomes in connection with the following categories (flags) and render determinations as set forth below.

A. Identity Theft Review.

3. Accounts flagged for insufficient identity information or risk of identity theft shall be reviewed as follows, consistent with BlockFi's pre-petition compliance practices except as to sub-paragraph (a).

- a. Accounts flagged solely for insufficient identity information or risk of identity theft for which the claim amount is less than or equal to \$2,000 shall be unfrozen and distributions made thereon. The following procedures set forth in sub-paragraphs (b)-(d) shall apply with respect to accounts with multiple flags and/or claim amounts greater than \$2,000.
- b. The Wind-Down Debtors will review the information available to them to determine whether there is a sufficient likelihood that making a distribution as to an account would violate applicable KYC Regulations. Where the Wind-Down Debtors determine that there is not a sufficient likelihood of a violation, they will make distributions on such accounts.
- c. Where the Wind-Down Debtors either (i) determine that there is a sufficient likelihood of a violation, or (ii) do not possess adequate information to make a determination, they will request additional information from the account holder (including without limitation new or verified copies of information provided to

¹ For the avoidance of doubt, these Protocols shall not, and shall not be interpreted to, prohibit the Wind-Down Debtors from taking any action required by law, including without limitation any reporting or other obligations under applicable law with respect to suspicious account activity.

BlockFi previously).

- d. The Wind-Down Debtors will review and/or use Persona to screen the Flagged Accounts and make any subsequent determination thereafter, including to make distributions or continue to freeze the account. A determination by the Wind-Down Debtors to keep the account frozen will be subject to the notice and relief provisions set forth in Section II of these KYC/AML Protocols.

B. OFAC/PEP Review.

- 4. Accounts flagged in connection with OFAC or other sanctions list restrictions shall be reviewed to determine whether the account holder is a valid match for the restricted individual or entity.

- a. If the Wind-Down Debtors determine that the account holder is not a valid match to the applicable list, the Wind-Down Debtors will clear the account holder to receive distributions.
- b. If the Wind-Down Debtors identify a valid match against OFAC or any other sanctions list, the Wind-Down Debtors will freeze distributions subject to the notice and relief provisions set forth in Section II of these KYC/AML Protocols and report the match to OFAC and other appropriate parties consistent with OFAC guidance.
- c. If the Wind-Down Debtors identify a match to a PEP but not linked to any OFAC or other sanctions list, the Wind-Down Debtors will review and make a determination in their discretion based on applicable guidance from OFAC or any comparable organization. Such determination may include making a distribution or freezing the account subject to the notice and relief provisions set forth in Section II of these KYC/AML Protocols.

C. Chainalysis Flags: Exposure to Criminal Activity.

- i. *Low-Risk Accounts*
- 5. Low-risk accounts will not be subject to further review, and distributions will be made on account thereof.

- ii. *Medium-Risk Accounts*
- 6. Medium-risk accounts for which the account balance is less than or equal to \$2,000 will not be subject to further review, and distributions will be made on account thereof. Medium-risk accounts for which the account balance is greater than \$2,000 will be subject to

further review. Following this review, the Wind-Down Debtors, in their reasonable discretion, may determine to clear an account and make distributions thereon, or freeze an account whereby such account would be subject to the notice and relief provisions set forth in Section II of these KYC/AML Protocols.

iii. High-Risk Accounts

7. High-Risk Accounts will be frozen and subject to the notice and relief provisions set forth in Section II of these KYC/AML Protocols.

D. Previously Unfrozen Accounts.

8. As mentioned above, certain of the Flagged Accounts appear to have been reviewed, to some extent, by BlockFi's Compliance Team prior to the Petition Date. In certain instances, the Compliance Team appear to have issued recommendations to, and in fact did, unfreeze accounts. Following the Petition Date, BlockFi determined to freeze accounts flagged by Persona for possible identity theft issues, notwithstanding whether the account was reviewed and previously unfrozen.

9. The Wind-Down Debtors are working quickly to re-review each of these accounts utilizing Persona and will prioritize review of these accounts. The Wind-Down Debtors intend to make distributions on account of each of these accounts following their review and absent any determination to the contrary.

II. Notice and Opportunity for Relief.

10. If the Wind-Down Debtors determine to freeze distributions pursuant to the preceding Section I of these KYC/AML Protocols (each, a "Frozen Account" held by a "Frozen Account Holder"):

a. The Wind-Down Debtors shall provide notice to the Frozen Account Holder of such determination (a "Freeze Notice"). In the absence of a lawful order or request from law enforcement authorities, such Freeze Notice shall include:

1. information concerning the Claim associated with the Frozen Account; and
2. copies of these Protocols and the order of the Bankruptcy Court approving these Protocols.

b. Such Freeze Notice shall be delivered to the Frozen Account Holder at all addresses provided thereby. The Wind-Down Debtors may, but need not, make further efforts to locate the Frozen Account Holder and provide the Freeze Notice. The first attempted issuance of the Freeze Notice shall constitute an attempted distribution pursuant to Article VI of the Plan, such that, pursuant to Article VI.C.6 of the Plan, in the event that (a) such Freeze Notice is returned as undeliverable or (b) the Frozen Account does not respond to such notice and seek relief as set forth below, all present and future distributions in connection with such Frozen Account shall be deemed Unclaimed Property under section 347(b) of the Bankruptcy Code on the date that is six months after the issuance of the Freeze Notice, without further notice or hearing.

c. The Frozen Account Holder may, within six months after issuance of the Freeze Notice, request that the Frozen Account be unfrozen by order of this Court. Such request must be made by motion to this Court, which motion shall assert the reasons for unfreezing the account and be supported by a statement, made under penalty of perjury, indicating the source of funds in the Frozen Account. Such motion shall be served upon the Wind-Down Debtors, the applicable regulator(s), the United States Trustee, any other known party in interest, and all other parties entitled to notice in these proceedings.

d. Nothing in these KYC/AML Protocols shall operate to prevent the Wind-Down Debtors from requesting additional information (including any information previously requested and/or received at any time by BlockFi) from any Frozen Account Holder or any other party, at any time, concerning any Frozen Account, or from taking any position with respect to any motion submitted by any Frozen Account Holder.

III. Distributions and Withholding.

11. For all accounts that the Wind-Down Debtors determine to clear for distributions pursuant to the preceding Section I of these KYC/AML Protocols (each a “Clear Account” associated with a “Clear Account Holder”), the Wind-Down Debtors and their agents shall be permitted to direct the relevant distribution agents to make distributions as otherwise set forth in the Plan and consistent with applicable law, without further notice or hearing. Notwithstanding the foregoing sentence, as to all Clear Accounts pursuant to which the distribution amount is in

excess of \$10,000, the Clear Account Holder will be provided notice of the Wind-Down Debtors determination to make distributions on account of such Clear Account subject to the Clear Account Holder's execution of a form declaration, attached hereto as Exhibit B, affirming that the source of the funds in the Clear Account are not, in whole or in part, from any illegal activity under federal, state, or other applicable law (a "Clear Notice"). Any Clear Account Holder who fails to ensure receipt by the Wind-Down Debtors of the form declaration within six months following receipt of a Clear Notice shall forfeit such distributions, and any such distributions shall be deemed Unclaimed Property under section 347(b) of the Bankruptcy Code on the date that is six months after the issuance of the Clear Notice.

12. For the avoidance of doubt, the Wind-Down Debtors shall be permitted, and are directed, to withhold distributions to Frozen Account Holders absent further order of this Court. No provision of the Plan or Confirmation Order or any provision of the Bankruptcy Code or prior order of this Court shall be construed to require the Wind-Down Debtors to make any distribution to any Frozen Account Holder.

In re:
BlockFi Inc.
Debtor

Case No. 22-19361-MBK
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0312-3

User: admin

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Date Rcvd: Sep 09, 2024

Form ID: pdf903

Total Noticed: 1

The following symbols are used throughout this certificate:

Symbol **Definition**

- + Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Sep 11, 2024:

Recip ID	Recipient Name and Address
db	+ BlockFi Inc., c/o M3 Partners, 1700 Broadway, 19th Floor, New York, NY 10019-5905

TOTAL: 1

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI).

NONE

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

NONE

NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Sep 11, 2024

Signature: /s/Gustava Winters

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on September 9, 2024 at the address(es) listed below:

Name	Email Address
Aaron Garber	on behalf of Creditor Kristen Vorhees agarber@wgwc-law.com
Adam S. Ravin	on behalf of Interested Party The Foreign Representatives of Three Arrows Capital Ltd. (in liquidation) adam.ravin@lw.com
Alan Stuart Maza	on behalf of Creditor Securities and Exchange Commission mazaa@sec.gov mazaa@sec.gov
Allen I Gorski	on behalf of Creditor Estate of Herman Katzenell agorski@gorskiknowlton.com
Allen I Gorski	on behalf of Creditor Nancy Fout agorski@gorskiknowlton.com
Allen Joseph Underwood, II	on behalf of Interested Party Genesis Global Holdco LLC Genesis Global Capital, LLC and Genesis Asia Pacific Pte. Ltd.

District/off: 0312-3

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User: admin

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Total Noticed: 1

aunderwood@litedepalma.com, ajunderwood@ecf.courtdrive.com;grodriguez@litedepalma.com

Alvin Chien-Chih Lin

on behalf of Interested Party Joseph Griffin alin@morrisoncohen.com

Andrew Marks

on behalf of Creditor Matthew Gordon jcardenas@dorflaw.com

Anna Pia Felix

on behalf of Creditor Yuri Mushkin afelix@lp gqlaw.com

Anthony J D'Artiglio

on behalf of Creditor Kyle Klaus ADARTIGLIO@ANSELL.LAW courtfilings@ansellgrimm.com

Barbra Rachel Parlin

on behalf of Creditor Silvergate Bank barbra.parlin@hklaw.com elvin.ramos@hklaw.com;glenn.huzinec@hklaw.com,HAPI@HKLAW.COM;hapi@hklaw.com;jjalemany@hklaw.com

Brett S. Theisen

on behalf of Unknown Role Type Ankura Trust Company LLC btheisen@gibbonslaw.com, nmitchell@gibbonslaw.com

Bryan Russell Horton

on behalf of Interested Party Scratch Services LLC rhorton@gbkh.com

Carol L. Knowlton

on behalf of Creditor George J. Gerro cknowlton@gorskiknowlton.com

Carrie J. Boyle

on behalf of Creditor Ge Song cboyle@b-vlaw.com tking@b-vlaw.com;lgrigley@b-vlaw.com;carrie.boyle@comcast.net;jpryor@b-vlaw.com

Catherine B. Heitzenrater

on behalf of Defendant ACE American Insurance Company cebeideman@duanemorris.com

Catherine B. Heitzenrater

on behalf of Creditor Chubb Companies cebeideman@duanemorris.com

Chad Main

chadmain@gmail.com

Daniel Stolz

on behalf of Attorney Brown Rudnick LLP dstolz@genovaburns.com dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Other Prof. Elementus Inc. dstolz@genovaburns.com, dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Other Prof. M3 Partners dstolz@genovaburns.com dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Creditor Committee Official Committee of Unsecured Creditors dstolz@genovaburns.com dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Attorney Genova Burns LLC dstolz@genovaburns.com dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Other Prof. Plan Administrator On Behalf of the Post-Confirmation Debtor dstolz@genovaburns.com, dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Plaintiff Mohsin Meghji dstolz@genovaburns.com dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Creditor Committee Official Committee Of Unsecured Creditors dstolz@genovaburns.com dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Other Prof. Plan Administrator on Behalf of Post-Confirmation Debtor dstolz@genovaburns.com, dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Plaintiff Official Committee Of Unsecured Creditors dstolz@genovaburns.com dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Thornburgh

on behalf of Creditor Robert Prendimano dthornburgh@awkolaw.com

Daniel Thornburgh

on behalf of Creditor Bobby Strickland dthornburgh@awkolaw.com

Daniel Thornburgh

on behalf of Creditor Brian McWilliams dthornburgh@awkolaw.com

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User: admin

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Daniel Thornburgh

on behalf of Creditor Stanley Dunavant dthornburgh@awkolaw.com

Daniel Thornburgh

on behalf of Creditor John Paul Zable dthornburgh@awkolaw.com

Daniel Thornburgh

on behalf of Creditor Van Tu dthornburgh@awkolaw.com

Daniel Thornburgh

on behalf of Creditor Montgomery Glover dthornburgh@awkolaw.com

Daniel Thornburgh

on behalf of Creditor Rachel De Heras dthornburgh@awkolaw.com

Daniel Thornburgh

on behalf of Creditor Sydney Hamilton dthornburgh@awkolaw.com

Daniel Thornburgh

on behalf of Creditor Eric Masden dthornburgh@awkolaw.com

Daniel Thornburgh

on behalf of Creditor Sean Schilder dthornburgh@awkolaw.com

Daniel Thornburgh

on behalf of Creditor Michael Camal dthornburgh@awkolaw.com

Daniel Thornburgh

on behalf of Creditor Randall Bacon dthornburgh@awkolaw.com

Daniel Thornburgh

on behalf of Creditor Vladimir Arutunian dthornburgh@awkolaw.com

Daniel Thornburgh

on behalf of Creditor Matthew Derwinski dthornburgh@awkolaw.com

Daniel Thornburgh

on behalf of Creditor Daniel Schroeder dthornburgh@awkolaw.com

Daniel Thornburgh

on behalf of Creditor Zachary Michaels dthornburgh@awkolaw.com

Daniel Thornburgh

on behalf of Creditor Angel Rodriguez dthornburgh@awkolaw.com

Daniel Thornburgh

on behalf of Creditor James Switzer dthornburgh@awkolaw.com

Daniel Thornburgh

on behalf of Creditor Noah Powell dthornburgh@awkolaw.com

Daniel Thornburgh

on behalf of Creditor Fausto Castillo dthornburgh@awkolaw.com

Daniel Thornburgh

on behalf of Creditor Carlos Rodriguez dthornburgh@awkolaw.com

Daniel Thornburgh

on behalf of Creditor Robert Mulack dthornburgh@awkolaw.com

Daniel Thornburgh

on behalf of Creditor Ezequiel Nieves dthornburgh@awkolaw.com

Daniel Thornburgh

on behalf of Creditor Bryan Dahl dthornburgh@awkolaw.com

Daniel Thornburgh

on behalf of Creditor Dyson Pullins dthornburgh@awkolaw.com

Daniel Thornburgh

on behalf of Creditor Cory Roth dthornburgh@awkolaw.com

Daniel Thornburgh

on behalf of Creditor Ross Furman dthornburgh@awkolaw.com

Daniel Thornburgh

on behalf of Creditor Oscar Gonzalez dthornburgh@awkolaw.com

Daniel Thornburgh

on behalf of Creditor Deborah McWilliams dthornburgh@awkolaw.com

Daniel E. Straffi

on behalf of Creditor Ellison Bak bkclient@straffilaw.com

District/off: 0312-3

User: admin

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g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Michiel Hemminga bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Clayton Bargsten bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Brandon Weiss bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Damon Andersson bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Daniel Gusovsky bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Andrew Martinez bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Kole Kottmeier bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Ashton Rincon bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Joseph Borremans bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Martin Mikolajczyk bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Steven Lee bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Mitchell Egler bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Todd Gantt bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Matthew Hoselton bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor William Warburton bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Brendan Pena bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Alberto Olivo bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Bruce Gilling bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Scott Aufenanger bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Wayne Akey bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

David E. Sklar

District/off: 0312-3

Date Rcvd: Sep 09, 2024

User: admin

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on behalf of Creditor Zachary Lee Prince desklar@pbnlaw.com
mpdermatis@pbnlaw.com;pnbalala@pbnlaw.com;jmoconnor@pbnlaw.com

David E. Sklar

on behalf of Creditor Flori Marquez desklar@pbnlaw.com
mpdermatis@pbnlaw.com;pnbalala@pbnlaw.com;jmoconnor@pbnlaw.com

David J. Adler

on behalf of Creditor Committee Official Committee of Unsecured Creditors DAdler@McCarter.com

David J. Adler

on behalf of Creditor Committee McCarter & English LLP DAdler@McCarter.com

David J. Adler

on behalf of Attorney McCarter & English DAdler@McCarter.com

Deborah Kovsky Apap

on behalf of Interested Party Ad Hoc Committee of Wallet Account Holders deborah.kovsky@troutman.com
susan.henry@troutman.com

Donald W Clarke

on behalf of Attorney Genova Burns LLC dclarke@genovaburns.com dclarke@ecf.inforuptcy.com;dclarke@ecfalerts.com

Donald W Clarke

on behalf of Plaintiff Official Committee Of Unsecured Creditors dclarke@genovaburns.com
dclarke@ecf.inforuptcy.com;dclarke@ecfalerts.com

Donald W Clarke

on behalf of Attorney Haynes and Boone LLP dclarke@genovaburns.com dclarke@ecf.inforuptcy.com;dclarke@ecfalerts.com

Donald W Clarke

on behalf of Attorney Brown Rudnick LLP dclarke@genovaburns.com dclarke@ecf.inforuptcy.com;dclarke@ecfalerts.com

Donald W Clarke

on behalf of Creditor Committee Official Committee of Unsecured Creditors dclarke@genovaburns.com
dclarke@ecf.inforuptcy.com;dclarke@ecfalerts.com

Donald W Clarke

on behalf of Creditor Committee Official Committee Of Unsecured Creditors dclarke@genovaburns.com
dclarke@ecf.inforuptcy.com;dclarke@ecfalerts.com

Donald W Clarke

on behalf of Other Prof. Plan Administrator on Behalf of Post-Confirmation Debtor dclarke@genovaburns.com,
dclarke@ecf.inforuptcy.com;dclarke@ecfalerts.com

Donald W Clarke

on behalf of Other Prof. Elementus Inc. dclarke@genovaburns.com, dclarke@ecf.inforuptcy.com;dclarke@ecfalerts.com

Donald W Clarke

on behalf of Other Prof. M3 Partners dclarke@genovaburns.com dclarke@ecf.inforuptcy.com;dclarke@ecfalerts.com

Donald W Clarke

on behalf of Other Prof. Plan Administrator On Behalf of the Post-Confirmation Debtor dclarke@genovaburns.com,
dclarke@ecf.inforuptcy.com;dclarke@ecfalerts.com

Douglas J. McGill

on behalf of Creditor Gary Ford dmcmill@webbmcgill.com

Douglas J. McGill

on behalf of Creditor Ad Hoc Committee of Collateralized Loan Account Holders dmcmill@webbmcgill.com

Douglas T Tabachnik

on behalf of Defendant Primeblock Operations LLC dttabachnik@dtlaw.com rdalba@dtlaw.com

Elisabeth Bruce

on behalf of Interested Party Internal Revenue Service elisabeth.m.bruce@usdoj.gov
ari.d.kunofsky@usdoj.gov;eastern.taxcivil@usdoj.gov

Felice R. Yudkin

on behalf of Debtor BlockFi Inc. fyudkin@coleschotz.com fpisano@coleschotz.com

Frank F. Velocci

on behalf of Interested Party Bermuda Joint Provisional Liquidators of BlockFi International Ltd.
frank.velocci@faegredrinker.com cathy.greer@faegredrinker.com

Gaston P. Loomis, II

on behalf of Creditor New Jersey Bureau of Securities gloomis@mdmc-law.com scarney@mdmc-law.com

Gregory S. Kinoian

on behalf of Plaintiff Official Committee Of Unsecured Creditors gkinoian@genovaburns.com

Gregory S. Kinoian

on behalf of Creditor Committee Official Committee of Unsecured Creditors gkinoian@genovaburns.com

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User: admin

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Total Noticed: 1

Gregory S. Kinoian

on behalf of Creditor Committee Official Committee Of Unsecured Creditors gkinoian@genovaburns.com

Hugh McDonald

on behalf of Creditor Three Arrows Fund Ltd hugh.mcdonald@pillsburylaw.com john.murphy@troutman.com

Jack Shrum

on behalf of Creditor John M. Von Pischke jshrum@jshrumlaw.com

James C Vandermark

on behalf of Creditor Salesforce Inc. vandermarkj@whiteandwilliams.com, vandermark.jamesr106165@notify.bestcase.com

James C Vandermark

on behalf of Creditor Slack Technologies Inc. vandermarkj@whiteandwilliams.com, vandermark.jamesr106165@notify.bestcase.com

James L Bromley

on behalf of Interested Party FTX Trading Ltd and Affiliated Debtors bromleyj@sullcrom.com

Jason D. Angelo

on behalf of Creditor Bryant F. Foulger JAngelo@reedsmith.com sshidner@mdmc-law.com;smullen@mdmc-law.com

Jeffrey Bernstein

on behalf of Creditor New Jersey Bureau of Securities jbernstein@mdmc-law.com

Jeffrey M. Sponder

on behalf of U.S. Trustee U.S. Trustee jeffrey.m.sponder@usdoj.gov jeffrey.m.sponder@usdoj.gov

Jeffrey M. Traurig

on behalf of Examiner Elise S. Frejka jtraurig@trauriglaw.com

Jeffrey M. Traurig

on behalf of Attorney Traurig Law LLC jtraurig@trauriglaw.com

Jessica Cole

on behalf of Interested Party United States of America jessica.cole@usdoj.gov

Jessica Cole

on behalf of Defendant United States of America jessica.cole@usdoj.gov

Joao Ferreira Magalhaes

on behalf of Creditor John William Van Tubergen Jr. jmagalhaes@connellfoley.com

John Piskora

on behalf of Creditor Deferred 1031 LLC jpiskora@loeb.com nydocket@loeb.com,dbesikof@loeb.com

John Piskora

on behalf of Creditor Deferred 1031 Series 4 LLC jpiskora@loeb.com nydocket@loeb.com,dbesikof@loeb.com

John C. Goodchild

on behalf of Defendant Emergent Fidelity Technologies Ltd. john.goodchild@morganlewis.com

John C. Goodchild

on behalf of Interested Party Emergent Fidelity Technologies Ltd john.goodchild@morganlewis.com

John C. Goodchild

on behalf of Creditor Emergent Fidelity Technologies Ltd. john.goodchild@morganlewis.com

John C. Kilgannon

on behalf of Interested Party Towards Equilibrium LLC john.kilgannon@stevenslee.com

John C. Kilgannon

on behalf of Creditor Equi Real Estate Fund LP john.kilgannon@stevenslee.com

John C. Kilgannon

on behalf of Creditor Equi Growth Fund LP john.kilgannon@stevenslee.com

John C. Kilgannon

on behalf of Creditor Equi Balanced Fund LP john.kilgannon@stevenslee.com

John D. Giampolo

on behalf of Interested Party Paperless Inc. d/b/a Paperless Post jgiampolo@rosenbergestis.com

John W. Weiss

on behalf of Interested Party The Foreign Representatives of Three Arrows Capital Ltd. (in liquidation) jweiss@pashmanstein.com

Jonathan Ohring

on behalf of Defendant QED Capital LLC jonathan@yankwitt.com docketing@yankwitt.com

Jonathan Ohring

on behalf of Defendant Sherry Witter jonathan@yankwitt.com docketing@yankwitt.com

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User: admin

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Total Noticed: 1

Joseph M. Shapiro

on behalf of Creditor John A. Javes jshapiro@middlebrookssapiro.com

Joseph M. Shapiro

on behalf of Creditor Wilson Cotrim jshapiro@middlebrookssapiro.com

Joshua S. Bauchner

on behalf of Creditor Kyle Klaus jbauchner@mblawfirm.com courtfilings@ansellgrimm.com;ajd@ansellgrimm.com

Kaitlin R. Walsh

on behalf of Defendant Marex Capital Markets Inc. f/k/a ED&F Man Capital Markets Inc. krwalsh@mintz.com, docketing@mintz.com

Kaitlin R. Walsh

on behalf of Defendant ED&F Man Capital Markets Inc. krwalsh@mintz.com, docketing@mintz.com

Kaitlin R. Walsh

on behalf of Creditor Marex Capital Markets Inc. krwalsh@mintz.com docketing@mintz.com

Kenneth Aulet

on behalf of Creditor Committee Official Committee of Unsecured Creditors hcohen@brownrudnick.com

Kristin Mayhew

on behalf of Creditor State of Connecticut Department of Banking kmayhew@pullcom.com, rmccoy@pullcom.com

Kurt F. Gwynne

on behalf of Creditor The Ad Hoc Group of Actual Wallet Holders kgwynne@reedsmith.com

Kurt F. Gwynne

on behalf of Interested Party The Ad Hoc Group of Actual Wallet Holders kgwynne@reedsmith.com

Kurt F. Gwynne

on behalf of Creditor Bryant F. Foulger kgwynne@reedsmith.com

Kurt F. Gwynne

on behalf of Interested Party Ad Hoc Group of Actual Wallet Holders kgwynne@reedsmith.com

Kyle McEvilly

on behalf of Unknown Role Type Ankura Trust Company LLC kmcevilly@gibbonslaw.com

Lauren Bielskie

on behalf of U.S. Trustee lauren.bielskie@usdoj.gov

Lisa Faucher

lfaucher@cherokeeqacq.com

Mark Sheridan

on behalf of Defendant Axis Insurance Company mark.sheridan@squirepb.com maria.delpinho@squirepb.com,rudy.green@squirepb.com,mark-sheridan-6048@ecf.pacerpro.com,rudy-green-3307@ecf.pacerpro.com

Mark Christopher Errico

on behalf of Defendant Axis Insurance Company mark.errico@squirepb.com maria.depinto@squirepb.com;mark-c-errico-7862@ecf.pacerpro.com;rudy.green@squirepb.com;rudy-green-3307@ecf.pacerpro.com

Mary E Putnick

on behalf of Creditor Shaoky Taraman marybeth@putnicklegal.com hopenrose@awkolaw.com

Mary E Putnick

on behalf of Creditor Noah Powell marybeth@putnicklegal.com hopenrose@awkolaw.com

Meredith Mitnick

on behalf of Creditor Deserve Inc. mmitnick@goodwinlaw.com

Michael D. Sirota

on behalf of Debtor BlockFi International Ltd. msirota@coleschotz.com fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Plaintiff BlockFi Services Inc. msirota@coleschotz.com, fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Defendant BlockFi Wallet LLC msirota@coleschotz.com, fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Debtor BlockFi Services Inc. msirota@coleschotz.com, fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

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User: admin

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.com

Michael D. Sirota

on behalf of Defendant BlockFi Services Inc. msirota@coleschotz.com, fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Debtor BlockFi Ventures LLC msirota@coleschotz.com fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Debtor BlockFi Wallet LLC msirota@coleschotz.com fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Defendant BlockFi Trading LLC msirota@coleschotz.com fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Defendant BlockFi Inc. msirota@coleschotz.com fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Debtor BlockFi Inc. msirota@coleschotz.com fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Defendant BlockFi Lending LLC msirota@coleschotz.com fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Plaintiff BlockFi Lending LLC msirota@coleschotz.com fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Defendant BlockFi Lending II LLC msirota@coleschotz.com fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Defendant BlockFi Ventures LLC msirota@coleschotz.com fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Plaintiff BlockFi Trading LLC msirota@coleschotz.com, fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Debtor BlockFi Investment Products LLC msirota@coleschotz.com fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Plaintiff BlockFi Inc. msirota@coleschotz.com fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Attorney Cole Schotz P.C. msirota@coleschotz.com fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Debtor BlockFi Trading LLC msirota@coleschotz.com fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Defendant BlockFi International Ltd. msirota@coleschotz.com fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

District/off: 0312-3

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Total Noticed: 1

on behalf of Plaintiff BlockFi International Ltd. msirota@coleschotz.com
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehantry@coleschotz.com

Michael D. Sirota

on behalf of Plaintiff BlockFi Investment Products LLC msirota@coleschotz.com
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehantry@coleschotz.com

Michael D. Sirota

on behalf of Plaintiff BlockFi Wallet LLC msirota@coleschotz.com
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehantry@coleschotz.com

Michael D. Sirota

on behalf of Plaintiff BlockFi Ventures LLC msirota@coleschotz.com
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehantry@coleschotz.com

Michael D. Sirota

on behalf of Defendant BlockFi Investment Products LLC msirota@coleschotz.com
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehantry@coleschotz.com

Michael D. Sirota

on behalf of Plaintiff BlockFi Lending II LLC msirota@coleschotz.com
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehantry@coleschotz.com

Michael D. Sirota

on behalf of Debtor BlockFi Lending II LLC msirota@coleschotz.com
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehantry@coleschotz.com

Michael D. Sirota

on behalf of Debtor BlockFi Lending LLC msirota@coleschotz.com
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehantry@coleschotz.com

Michael S. Etkin

on behalf of Interested Party Proposed Lead Plaintiff in Securities Class Action metkin@lowenstein.com

Michael S. Etkin

on behalf of Interested Party Cameron Wyatt metkin@lowenstein.com

Nicole A. Leonard

on behalf of Creditor New Jersey Bureau of Securities nleonard@mdmc-law.com gressler@mdmc-law.com

Paul J. Winterhalter

on behalf of Creditor Moneeb Waseem pwinterhalter@offitkurman.com cballasy@offitkurman.com

Peter Y. Lee

on behalf of Creditor Renard Ihlenfeld peter.lee@leeadvocates.com

Rachel Ehrlich Albanese

on behalf of Defendant U.S. Specialty Insurance Company rachel.albanese@us.dlapiper.com DLAPiper@ecfxmail.com

Rachel Ehrlich Albanese

on behalf of Defendant Berkley Insurance Company rachel.albanese@us.dlapiper.com DLAPiper@ecfxmail.com

Rachel Ehrlich Albanese

on behalf of Other Prof. Berkshire Hathaway Specialty Insurance Company rachel.albanese@us.dlapiper.com DLAPiper@ecfxmail.com

Rachel Ehrlich Albanese

on behalf of Other Prof. XL Specialty Insurance Company rachel.albanese@us.dlapiper.com DLAPiper@ecfxmail.com

Rachel Ehrlich Albanese

on behalf of Other Prof. Berkley Insurance Company rachel.albanese@us.dlapiper.com DLAPiper@ecfxmail.com

Rachel Ehrlich Albanese

on behalf of Defendant Berkshire Hathaway Specialty Insurance Company rachel.albanese@us.dlapiper.com DLAPiper@ecfxmail.com

Rachel Ehrlich Albanese

on behalf of Other Prof. Arch Insurance Company rachel.albanese@us.dlapiper.com DLAPiper@ecfxmail.com

Rachel Ehrlich Albanese

on behalf of Defendant Arch Insurance Company rachel.albanese@us.dlapiper.com DLAPiper@ecfxmail.com

Rachel Ehrlich Albanese

on behalf of Other Prof. U.S. Specialty Insurance Company rachel.albanese@us.dlapiper.com DLAPiper@ecfxmail.com

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Total Noticed: 1

Rachel Ehrlich Albanese

on behalf of Defendant XL Specialty Insurance Company rachel.albanese@us.dlapiper.com DLA Piper@ecfxmail.com

Richard Kanowitz

on behalf of Plaintiff BlockFi International Ltd. richard.kanowitz@haynesboone.com

Richard Kanowitz

on behalf of Plaintiff BlockFi Lending LLC richard.kanowitz@haynesboone.com

Richard Kanowitz

on behalf of Debtor BlockFi Inc. richard.kanowitz@haynesboone.com

Richard Kanowitz

on behalf of Plaintiff BlockFi Inc. richard.kanowitz@haynesboone.com

Richard G. Placey

on behalf of Stockholder Samuel L. Bankman-Fried rplacey@mmwr.com plorenz@mmwr.com;pat-lorenz-mccracken-walker-rhoads-llp-7123@ecf.pacerpro.com

Robert Drain

on behalf of Mediator Robert D. Drain robert.drain@skadden.com robert-drain-8056@ecf.pacerpro.com

Robert Malone

on behalf of Unknown Role Type Ankura Trust Company LLC rmalone@gibbonslaw.com, nmitchell@gibbonslaw.com

Robert Aaron Benjamin

on behalf of Creditor National Union Fire Insurance Company of Pittsburgh Pa. rbenjamin@kbrlaw.com

Robert Aaron Benjamin

on behalf of Defendant National Union Fire Insurance Company of Pittsburgh PA rbenjamin@kbrlaw.com

Robert M. Schechter

on behalf of Creditor Flori Marquez rmschechter@pbnlaw.com mpdermatis@pbnlaw.com;pnbala@pbnlaw.com;jmoconnor@pbnlaw.com

Robert M. Schechter

on behalf of Creditor Zachary Lee Prince rmschechter@pbnlaw.com mpdermatis@pbnlaw.com;pnbala@pbnlaw.com;jmoconnor@pbnlaw.com

Russell Marc Yankwitt

on behalf of Defendant Sherry Witter russell@yankwitt.com docketing@yankwitt.com

Russell Marc Yankwitt

on behalf of Defendant QED Capital LLC russell@yankwitt.com docketing@yankwitt.com

Sam Della Fera, Jr

on behalf of Defendant Vrai Nom Investment Limited sdellafera@csglaw.com

Sam Della Fera, Jr

on behalf of Creditor Vrai Nom Investment Limited sdellafera@csglaw.com

Scott Fleischer

on behalf of Creditor Rui Pedro Vaz dos Santos Teixeira sfleischer@barclaydamon.com scott-fleischer-2734@ecf.pacerpro.com

Sean James Mack

on behalf of Defendant Fiorenzo Manganiello smack@pashmanstein.com smack@pashmanstein.com;Jpadilla@pashmanstein.com

Sean James Mack

on behalf of Defendant Digistar Norway AS smack@pashmanstein.com smack@pashmanstein.com;Jpadilla@pashmanstein.com

Sean James Mack

on behalf of Defendant Nessim-Sariel Gaon smack@pashmanstein.com smack@pashmanstein.com;Jpadilla@pashmanstein.com

Seth Brandon Shapiro

on behalf of Interested Party United States of America seth.shapiro@usdoj.gov

Seth Brandon Shapiro

on behalf of Defendant United States of America seth.shapiro@usdoj.gov

Seth David Griep

on behalf of Other Prof. Endurance American Specialty Insurance Company sgriep@kaufmandolowich.com slegros@kaufmandolowich.com

Seth David Griep

on behalf of Defendant Endurance American Insurance Company sgriep@kaufmandolowich.com slegros@kaufmandolowich.com

Stuart M. Brown

on behalf of Defendant Arch Insurance Company stuart.brown@us.dlapiper.com DLA Piper@ecfxmail.com;docketingbaltimore@dlapiper.com

Stuart M. Brown

District/off: 0312-3

User: admin

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Form ID: pdf903

Total Noticed: 1

on behalf of Defendant U.S. Specialty Insurance Company stuart.brown@us.dlapiper.com
DLAPiper@ecfxmail.com;docketingbaltimore@dlapiper.com

Stuart M. Brown

on behalf of Defendant XL Specialty Insurance Company stuart.brown@us.dlapiper.com
DLAPiper@ecfxmail.com;docketingbaltimore@dlapiper.com

Stuart M. Brown

on behalf of Defendant Berkley Insurance Company stuart.brown@us.dlapiper.com
DLAPiper@ecfxmail.com;docketingbaltimore@dlapiper.com

Stuart M. Brown

on behalf of Defendant Berkshire Hathaway Specialty Insurance Company stuart.brown@us.dlapiper.com
DLAPiper@ecfxmail.com;docketingbaltimore@dlapiper.com

Susan Long

on behalf of Other Prof. Plan Administrator on Behalf of Post-Confirmation Debtor slong@genovaburns.com

Susan Long

on behalf of Other Prof. Plan Administrator On Behalf of the Post-Confirmation Debtor slong@genovaburns.com

Sydney Schubert

on behalf of Attorney Genova Burns LLC sschubert@genovaburns.com

U.S. Trustee

USTPRegion03.NE.ECF@usdoj.gov

Virginia T. Shea

on behalf of Creditor New Jersey Bureau of Securities vshea@mdmc-law.com gressler@mdmc-law.com

Warren A. Usatine

on behalf of Debtor BlockFi Inc. wusatine@coleschotz.com fpisano@coleschotz.com

Warren J. Martin, Jr.

on behalf of Creditor Flori Marquez wjmartin@pbnlaw.com
mpdermatis@pbnlaw.com;pnbala@pbnlaw.com;raparisi@pbnlaw.com;jmoconnor@pbnlaw.com

Warren J. Martin, Jr.

on behalf of Creditor Zachary Lee Prince wjmartin@pbnlaw.com
mpdermatis@pbnlaw.com;pnbala@pbnlaw.com;raparisi@pbnlaw.com;jmoconnor@pbnlaw.com

Wendy M Simkulak

on behalf of Other Prof. ACE American Insurance Company wmsimkulak@duanemorris.com

Wendy M Simkulak

on behalf of Creditor Chubb Companies wmsimkulak@duanemorris.com

Wendy M Simkulak

on behalf of Defendant ACE American Insurance Company wmsimkulak@duanemorris.com

TOTAL: 233